



**RBI HOLDINGS LIMITED**  
**紅發集團有限公司**  
(INCORPORATED IN BERMUDA WITH LIMITED LIABILITY)  
(於百慕達註冊成立之有限公司)

(STOCK CODE 股份代號: 566)

# INTERIM REPORT

中期報告





## CORPORATE INFORMATION

### EXECUTIVE DIRECTORS

Mr. Tsui Ming (*Chairman*)  
Mr. Chau Kai Man (*Vice-Chairman*)  
Mr. Yip Yun Kuen (*Chief Executive Officer*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwong Kwan Ming  
Mr. Wu Tak Lung (*appointed on 1 May 2008*)  
Mr. Leung Chi Kin (*appointed on 1 May 2008*)  
Mr. Chow King Lok (*appointed on 1 August 2008*)

### AUDIT COMMITTEE

Mr. Kwong Kwan Ming (*Chairman*)  
Mr. Wu Tak Lung (*appointed on 1 May 2008*)  
Mr. Leung Chi Kin (*appointed on 1 May 2008*)  
Mr. Chow King Lok (*appointed on 1 August 2008*)

### REMUNERATION COMMITTEE

Mr. Kwong Kwan Ming (*Chairman*)  
Mr. Wu Tak Lung (*appointed on 1 May 2008*)  
Mr. Leung Chi Kin (*appointed on 1 May 2008*)  
Mr. Chow King Lok (*appointed on 1 August 2008*)

### QUALIFIED ACCOUNTANT & COMPANY SECRETARY

Mr. Lee Kin Fai *CPA, FCCA, MBA*

### AUDITORS

Grant Thornton

### PRINCIPAL BANKERS

Shanghai Commercial Bank Limited  
Hang Seng Bank Limited

## 公司資料

### 執行董事

徐明先生(*主席*)  
周啟文先生(*副主席*)  
葉潤權先生(*行政總裁*)

### 獨立非執行董事

鄭坤明先生  
吳德龍先生(*於二零零八年五月一日委任*)  
梁志堅先生(*於二零零八年五月一日委任*)  
周景樂先生(*於二零零八年八月一日委任*)

### 審核委員會

鄭坤明先生(*主席*)  
吳德龍先生(*於二零零八年五月一日委任*)  
梁志堅先生(*於二零零八年五月一日委任*)  
周景樂先生(*於二零零八年八月一日委任*)

### 薪酬委員會

鄭坤明先生(*主席*)  
吳德龍先生(*於二零零八年五月一日委任*)  
梁志堅先生(*於二零零八年五月一日委任*)  
周景樂先生(*於二零零八年八月一日委任*)

### 合資格會計師及公司秘書

李健輝先生*CPA, FCCA, MBA*

### 核數師

均富會計師行

### 主要往來銀行

上海商業銀行有限公司  
恒生銀行有限公司



## REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

7/F, Tower1, South Seas Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon  
Hong Kong

## PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Corporate Services Limited  
Rosebank Centre  
14 Bermudiana Road  
Pembroke  
Bermuda

## BRANCH SHARE REGISTRARS AND TRANSFER OFFICE IN HONG KONG

Tricor Tengis Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## STOCK CODE

566

## WEBSITE

[www.rbiholdings.com](http://www.rbiholdings.com)

## 註冊辦事處

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

## 總辦事處及主要營業地點

香港  
九龍  
尖沙咀東部  
麼地道75號  
南洋中心一座七樓

## 股份過戶及登記總處

Butterfield Corporate Services Limited  
Rosebank Centre  
14 Bermudiana Road  
Pembroke  
Bermuda

## 股份及過戶登記處香港分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 股份代號

566

## 網址

[www.rbiholdings.com](http://www.rbiholdings.com)



## UNAUDITED INTERIM RESULTS

The Board of Directors of RBI Holdings Limited (the "Company") are pleased to present the unaudited Interim Report of the Company and its subsidiaries (together the "Group") to the shareholders of the Company for the six months ended 30 June 2008.

## CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30 JUNE 2008

## 未經審核中期業績

紅發集團有限公司(「本公司」)董事會欣然向本公司各股東提呈本公司及其附屬公司(統稱「本集團」)截至二零零八年六月三十日止六個月未經審核之中期報告。

## 簡明綜合收益表

截至二零零八年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元 (unaudited) (未經審核)	HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收入	3	179,429
Cost of sales	銷售成本		(158,299)
Gross profit	毛利		21,130
Valuation surplus on investment properties	投資物業價值增值		-
Other income	其他收入	4	1,654
Selling and distribution costs	分銷費用		(18,239)
Administrative expenses	行政費用		(30,954)
Finance costs	財務費用	5	(395)
Loss before income tax	所得稅前虧損	6	(26,804)
Income tax credit	所得稅務收入	7	633
Loss for the period attributable to shareholders	股東應佔期內虧損		(26,171)
Interim dividend	中期股息	8	-
Loss per share	每股虧損		
Basic	基本	9	(3.9)
Diluted	攤薄	9	N/A 不適用



## CONDENSED CONSOLIDATED BALANCE SHEET

AT 30 JUNE 2008

## 簡明綜合資產負債表

於二零零八年六月三十日

			30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	185,341	188,339
Prepaid lease payments for land	預付土地租金		44,798	43,780
Deferred tax assets	遞延稅項資產		8,691	9,954
			<b>238,830</b>	<b>242,073</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		162,621	160,711
Trade and other receivables	貿易及其他應收款項	11	42,956	54,012
Bills receivables	應收票據	12	21,364	6,022
Prepaid lease payments for land	預付土地租金		529	1,014
Deposits and prepayments	按金及預付款項		4,616	4,903
Bank balances and cash	銀行結存及現金		44,407	24,038
			<b>276,493</b>	<b>250,700</b>
Non-current assets classified as held for sale	持有出售之非流動資產		–	12,542
			<b>276,493</b>	<b>263,242</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	13	47,656	28,655
Deposits and accruals	按金及應計費用		35,983	37,892
Borrowings	借貸		1,647	3,297
Tax payable	應付稅項		1,320	1,231
			<b>86,606</b>	<b>71,075</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>189,887</b>	<b>192,167</b>
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>428,717</b>	<b>434,240</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借貸		15,673	36,703
Deferred tax liabilities	遞延稅項負債		101	2,147
			<b>15,774</b>	<b>38,850</b>
<b>Net assets</b>	<b>資產淨額</b>		<b>412,943</b>	<b>395,390</b>
<b>Equity</b>	<b>資本</b>			
Share capital	股本	14	39,726	33,126
Share premium and reserves	股份溢價及儲備		373,217	362,264
<b>Total equity</b>	<b>資本總額</b>		<b>412,943</b>	<b>395,390</b>



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2008

截至二零零八年六月三十日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Revaluation reserve 重估儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Exchange reserves 匯兌儲備 HK\$'000 千港元	Retained profits 留存溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2007	於二零零七年一月一日	33,096	95,954	6,203	-	29,167	11,987	327,552	503,959
2006 final dividend paid	已派發之二零零六年末期股息	-	-	-	-	-	-	(9,938)	(9,938)
Currency translation differences recognised directly in equity	於權益中直接確認之貨幣換算差額	-	-	-	-	-	(825)	-	(825)
Fair value change of financial assets	金融資產公平值之變動	-	-	-	(228)	-	-	-	(228)
Exercise of share option	購股權行使	30	300	-	-	-	-	-	330
Loss for the period	本期間虧損	-	-	-	-	-	-	(4,642)	(4,642)
Other appropriations	其他分派	-	-	-	-	957	-	(957)	-
At 30 June 2007	於二零零七年六月三十日	33,126	96,254	6,203	(228)	30,124	11,162	312,015	488,656
2007 special dividend paid	已派發之二零零七年特別股息	-	-	-	-	-	-	(132,503)	(132,503)
Currency translation differences recognised directly in equity	於權益中直接確認之貨幣換算差額	-	-	-	-	-	14,413	-	14,413
Charged to the income statement upon disposal of financial assets	於出售金融資產後自收益表扣除	-	-	-	228	-	-	-	228
Profit for the period	本期間溢利	-	-	-	-	-	-	24,596	24,596
Other appropriations	其他分派	-	-	-	-	10,145	-	(10,145)	-
At 1 January 2008	於二零零八年一月一日	33,126	96,254	6,203	-	40,269	25,575	193,963	395,390
Currency translation differences recognised directly in equity	於權益中直接確認之貨幣換算差額	-	-	-	-	-	8,744	-	8,744
Placing share	配售股份	6,600	28,380	-	-	-	-	-	34,980
Loss for the period	本期間虧損	-	-	-	-	-	-	(26,171)	(26,171)
At 30 June 2008	於二零零八年六月三十日	39,726	124,634	6,203	-	40,269	34,319	167,792	412,943

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT****簡明綜合現金流量報表**

FOR THE SIX MONTHS ENDED 30 JUNE 2008

截至二零零八年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營業務之現金使用淨額	(1,179)	(37,179)
Net cash received from/(used in) investing activities	投資項目之現金收入/(使用)淨額	9,248	(5,112)
Net cash received from financing activities	融資項目之現金收入淨額	12,300	20,392
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加/(減少)淨額	20,369	(21,899)
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	24,038	17,772
Cash and cash equivalents at end of the period	期末之現金及現金等價物	44,407	(4,127)
Being:	代表:		
Bank balances and cash	銀行結存及現金	44,407	9,051
Less: Bank overdraft	減: 銀行透支	-	(13,178)
		44,407	(4,127)



## NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2008

### 1. BASIS OF PREPARATION

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" and other relevant HKASs and Interpretations, the Hong Kong Financial Reporting Standard ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

### 2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies adopted and the basis of preparation used in the preparation of the unaudited condensed financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2007 except for the adoption of the amendments and interpretations issued by the HKICPA that are effective for accounting periods beginning on or after 1 January 2008. The effect of the adoption of these amendments and interpretations had no significant effect on the results and financial position of the Group for the six months ended 30 June 2008.

## 簡明財務報表附註

截至二零零八年六月三十日止六個月

### 1. 編撰基準

此等未經審核簡明財務報表乃根據香港聯合交易所有限公司《證券上市規則》(「上市規則」)附錄十六之適用披露規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第 34號「中期財務報告」及其他相關之會計準則及詮釋及香港財務報告準則而編製。

### 2. 主要會計政策

本集團編製未經審核簡明財務報表採納之會計政策及編製基準與截至二零零七年十二月三十一日止年度之年度財務報表所採用者一致；惟採納香港會計師公會頒佈於二零零八年一月一日或以後開始的會計期間生效之修訂及詮釋則除外。採納此等修訂及詮釋對本集團截至二零零八年六月三十日止六個月之業績及財務狀況並無重大影響。





### 3. SEGMENT INFORMATION

#### *Business segments*

The Group is principally engaged in the design, manufacture and sales of toys. Revenue represents the net amounts received and receivable for goods sold by the Group to outside customers during the period. The businesses based upon which the Group reports its primary segment information are as follows:

- Own brand – Manufacture of toys designed/developed by the Group and sold under the Group's brand name or the labels of licensors.
- OEM/ODM – Manufacture of toys with design originated from customers and where the toolings are owned by customers.
- Moulds – Manufacture of moulds for sale to customers.

Segment information about these businesses is presented below.

### 3. 分類資料

#### 業務分類

本集團之主要業務為設計、製造及銷售玩具。收入指期內本集團售貨予外間客戶已收取及應收取之款項淨額。本集團以主要分類資料呈報之業務如下：

- 自設品牌 – 製造由本集團設計／開發之玩具，並以本集團品牌或商標持有人之商標銷售
- OEM／ODM – 製造有關設計由客戶提供而有關生產工具由客戶擁有之玩具
- 工模 – 製造供售予客戶之工模

有關該等業務之分類資料載於下文。



### 3. SEGMENT INFORMATION (Continued)

#### Business segments (Continued)

For the six months ended 30 June 2008

		Own brand		Moulds	Consolidated
		自設品牌 HK\$'000 千港元	OEM/ODM HK\$'000 千港元	工模 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>				
External sales	對外銷售	154,878	24,145	406	179,429
<b>SEGMENT RESULT</b>	<b>分類業績</b>	(14,383)	(1,945)	64	(16,264)
Other income	其他收入				1,654
Unallocated corporate expenses	未經分配之集團費用				(11,799)
Finance costs	財務費用				(395)
Loss before income tax	所得稅前虧損				(26,804)
Income tax credit	所得稅務收入				633
Loss for the period attributable to shareholders	股東應佔期內虧損				(26,171)

For the six months ended 30 June 2007

		Own brand		Moulds	Consolidated
		自設品牌 HK\$'000 千港元	OEM/ODM HK\$'000 千港元	工模 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>				
External sales	對外銷售	156,996	30,538	280	187,814
<b>SEGMENT RESULT</b>	<b>分類業績</b>	3,908	745	27	4,680
Other income	其他收入				1,976
Valuation surplus on investment properties	投資物業價值增值				200
Unallocated corporate expenses	未經分配之集團費用				(12,048)
Finance costs	財務費用				(356)
Loss before income tax	所得稅前虧損				(5,548)
Income tax credit	所得稅務收入				906
Loss for the period attributable to shareholders	股東應佔期內虧損				(4,642)



#### 4. OTHER INCOME

#### 4. 其他收入

Six months ended 30 June

截至六月三十日止六個月

2008	2007
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元

Other income includes:	其他收入包括：		
Interest income	利息收入	123	21
Interest yield on held-to-maturity investments	持有至到期日之投資利息收入	-	1,098
Rental income from investment properties	投資物業之租金收入	-	261
The People's Republic of China (the "PRC") tax incentive	中華人民共和國(「中國」) 稅務優惠	522	-

#### 5. FINANCE COSTS

#### 5. 財務費用

Six months ended 30 June

截至六月三十日止六個月

2008	2007
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元

Interest on bank loans repayable within one year	於一年內償還之銀行借款之利息	394	201
Interest on bank overdrafts	銀行透支利息	1	155
		395	356



## 6. LOSS BEFORE INCOME TAX

Loss before income tax has been arrived at after charging/  
(crediting):

		Six months ended 30 June 截至六月三十日止六個月	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amortisation of prepaid lease payments for land	預付土地租金之攤銷	529	504
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	13,617	13,458
Net gain on held for trading investments	持有之交易投資收益淨額	-	(99)
Fair value gain on held for trading investments	持有之交易投資公平值變動之收入	-	(43)

## 6. 所得稅前虧損

所得稅前虧損已扣除／(計入)下列項目：

## 7. INCOME TAX CREDIT

		Six months ended 30 June 截至六月三十日止六個月	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Current tax for the period:	本期間稅項：		
Hong Kong	香港	71	657
Other regions in the PRC	於中國之其他地區	78	66
		149	723
Deferred taxation	遞延稅項	(782)	(1,629)
		(633)	(906)

## 7. 所得稅務收入

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 June 2007: 17.5%) of the estimated assessable profit for the period. Taxation arising in the PRC and other jurisdictions is calculated at the applicable rates prevailing in the relevant jurisdictions.

香港利得稅乃根據本期間估計應課稅溢利按稅率16.5% (截至二零零七年六月三十日止六個月：17.5%)計算。中國及其他司法地區所產生之稅項乃按有關司法地區實行之稅率計算。



## 8. INTERIM DIVIDEND

The Board of directors has resolved not to declare interim dividend for the six months ended 30 June 2008 (2007: NIL).

## 9. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to equity holders of the Company of HK\$26,171,000 (2007: HK\$4,642,000) and on the weighted average of 676,293,784 (2007: 662,036,216, as adjusted for the effect of share subdivision) ordinary shares in issue during the period.

No diluted loss per share has been presented for the current period as there was no dilutive potential shares. No diluted loss per share has been presented for the period ended 30 June 2007 as the exercise of share options would be anti-dilutive.

## 10. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment at the total cost of approximately HK\$3.5 million. The Group sold the investment properties at a consideration of HK\$12,542,400 and completed on 28 February, 2008.

## 8. 中期股息

董事會決議不派發截至二零零八年六月三十日之中期股息(二零零七：無)。

## 9. 每股虧損

每股基本虧損乃根據本公司權益持有人應佔虧損26,171,000港元(二零零七年：4,642,000港元)及已發行普通股之加權平均數676,293,784股(二零零七年：662,036,216股，已就股份拆細之影響作出調整)計算。

由於本期間之賬目內並無潛在攤薄股份，故並無呈列每股攤薄虧損。由於行使購股權會產生反攤薄影響，故截至二零零七年六月三十日止期間並無呈報每股攤薄虧損。

## 10. 物業、廠房及設備

於本期間，本集團購入約3,500,000港元物業、廠房及設備。本集團就以代價12,542,400港元出售本集團投資物業並於二零零八年二月二十八日完成。



## 11. TRADE AND OTHER RECEIVABLES

The Group normally allows credit periods of 30 to 90 days to its trade customers.

The aging analysis of Group's trade receivable is set out below:

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
0 – 30 days	0至30天	24,378	22,789
31 – 60 days	31至60天	8,832	14,309
61 – 90 days	61至90天	5,420	11,567
Over 90 days	90天以上	3,367	4,871
		41,997	53,536
Other receivables	其他應收款項	959	476
		42,956	54,012

The directors consider the carrying amount of trade and other receivables approximates their fair value.

## 12. BILLS RECEIVABLES

The aging analysis of the Group's bills receivables is set out below:

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
0 – 30 days	0至30天	16,541	3,500
31 – 60 days	31至60天	3,265	328
61 – 90 days	61至90天	1,035	1,098
Over 90 days	90天以上	523	1,096
		21,364	6,022

The directors consider the carrying amount of the bills receivables approximates their fair value.

## 11. 貿易及其他應收款項

本集團一般給予客戶三十至九十天信貸期。

本集團貿易應收款項之賬齡分析如下：

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
0 – 30 days	0至30天	24,378	22,789
31 – 60 days	31至60天	8,832	14,309
61 – 90 days	61至90天	5,420	11,567
Over 90 days	90天以上	3,367	4,871
		41,997	53,536
Other receivables	其他應收款項	959	476
		42,956	54,012

董事認為貿易及其他應收款項之賬面值與其公平值相若。

## 12. 應收票據

應收票據之賬齡分析如下：

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
0 – 30 days	0至30天	16,541	3,500
31 – 60 days	31至60天	3,265	328
61 – 90 days	61至90天	1,035	1,098
Over 90 days	90天以上	523	1,096
		21,364	6,022

董事認為應收票據之賬面值與其公平值相若。



### 13. TRADE AND OTHER PAYABLES

The aging analysis of the Group's trade payable is set out below:

### 13. 貿易及其他應付款項

本集團貿易應付款項之賬齡分析如下：

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
0 – 30 days	0至30天	28,815	9,578
31 – 60 days	31至60天	5,425	6,261
61 – 90 days	61至90天	1,229	1,792
Over 90 days	90天以上	263	435
		<b>35,732</b>	<b>18,066</b>
Other payables	其他應付款項	<b>11,924</b>	<b>10,589</b>
		<b>47,656</b>	<b>28,655</b>

The directors consider the carrying amount of trade and other payables approximates their fair value.

董事認為貿易及其他應付款項之賬面值與其公平值相若。



## 14. SHARE CAPITAL

## 14. 股本

		No. of ordinary shares 普通股數目 '000 千	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定股本：		
As at 1 January 2007 and 31 December 2007 of HK\$0.1 per share	於二零零七年一月一日及 二零零七年十二月三十一日 每股面值0.1港元之股份	800,000	80,000
Share subdivision (note (ii))	股份拆細 (附註(ii))	800,000	—
As at 30 June 2008 of HK\$0.05 per share	於二零零八年六月三十日每股 面值0.05港元之股份	1,600,000	80,000
Issued and fully paid:	已發行及繳足股本：		
As at 1 January 2007 of HK\$0.1 per share	於二零零七年一月一日每股 面值0.1港元之股份	330,956	33,096
Exercise of share options	行使購股權	300	30
As at 31 December 2007 of HK\$0.1 per share	於二零零七年十二月三十一日每股 面值0.1港元之股份	331,256	33,126
Issue of new shares (note (ii))	發行新股份 (附註(ii))	66,000	6,600
Share subdivision (note (i))	股份拆細 (附註(i))	397,257	—
As at 30 June 2008 of HK\$0.05 per share	於二零零八年六月三十日 每股面值0.05港元之股份	794,513	39,726

Notes:

附註：

- (i) Pursuant to an ordinary resolution of the Company passed on 13 June 2008, the original issued and unissued shares of HK\$0.10 each in the share capital of the Company was subdivided into 2 shares of HK\$0.05 each.
- (ii) On 23 May 2008, the Company entered into a placing agreement for a placement of a total of 66,000,000 new shares of the Company at a placing price of HK\$0.53 per share (the "Share Placing"). The Share Placing was completed on 12 June 2008.

- (i) 根據本公司於二零零八年六月十三日通過之普通決議案，分拆本公司原股本中每股面值0.10港元已發行及未發行股份為2股每股面值0.05港元之股份。
- (ii) 於二零零八年五月二十三日，本公司簽訂配售合約，以每股0.53港元配售本公司新股合共66,000,000股(「股份配售」)。股份配售於二零零八年六月十二日完成。

## 15. CAPITAL COMMITMENTS

## 15. 資本承擔

		30 June 2008 二零零八年 六月三十日 HK\$'000 千港元	31 December 2007 二零零七年 十二月三十一日 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for	已簽約但未提撥之購買物業、 廠房及設備之資本性開支	2,461	3,186





## MANAGEMENT DISCUSSION AND ANALYSIS

### *Business Review*

The tougher testing requirements and slack economy in the US had made some customers to be more conservative in placing orders. The Group's turnover for the period decreased by 4.5% from HK\$187,814,000 to HK\$179,429,000.

Increase in labor cost, shortage of electricity, implementation of new labor rules in the PRC, appreciation in Renminbi, increase in material costs and tougher testing requirements had adversely affected the Group. The net loss for the period recorded an increase from HK\$4,642,000 to HK\$26,171,000.

During the period, the Group raised a fund of about \$34.98 million from a placing. The proceeds from the placing would be mainly used to finance the phase-two construction of Heyuan factory. The directors considered the expansion of the Heyuan factory would be beneficial to the future development of the Group.

### *Business Prospect*

The second half year would be the traditional peak season for toy industry. The directors had launched some motivation campaigns in the factories to increase the productivity and hope that the profit and loss of the Group in the second half year would get improvement.

In the meantime, the management would keep on aggressively looking for toy related or other investment opportunities to strike for the best interest of the shareholders.

## 管理層討論及分析

### *業務回顧*

面對更嚴格的測試要求及美國經濟疲弱，客戶於發出訂單時越趨謹慎。期內，本集團的營業額由187,814,000港元減少4.5%至179,429,000港元。

勞工成本增加、電力短缺、中國新勞動法規之實施、人民幣升值、材料成本上漲及更嚴格的測試要求均對本集團構成不良影響。期內虧損淨額由4,642,000港元增加至26,171,000港元。

期內，本集團從配售籌集約34,980,000港元資金。配售所得款項主要撥作河源市工廠第二期建築工程之資金。董事認為擴展河源市工廠將有利本集團未來之發展。

### *業務前景*

下半年為傳統上玩具業之高峰期。董事已於工廠發起一些刺激員工動力之計劃，從而提升生產力，並寄望本集團於下半年的盈利表現有所改善。

與此同時，管理層將繼續積極物色玩具相關或其他投資良機，以為股東爭取最佳利益。



## DIRECTORS' INTERESTS IN SHARES

The beneficial interests of the directors of the Company and their associates in the shares of the Company and its associated corporations at 30 June 2008 within the meaning of the Securities and Futures Ordinance (the "SFO") as recorded in the register maintained under Section 352 of the SFO, and their interests in the share options of the Company at that date, are as follows:

### Long and Short Position in Shares

Name of directors 董事姓名	Personal Interest 個人權益	Family Interest 家屬權益	Interest of controlled corporation 所控制 法團權益		Total interests 合共權益	Percentage of issued capital 佔發行 股本百分比 (%)

#### Short Position in Shares

持有本公司之淡倉股份

Mr. Tsui Ming 徐明先生	-	-	360,195,804	360,195,804	45.34
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#### Long Position in Shares

持有本公司之好倉股份

Mr. Yip Yun Kuen 葉潤權先生	100,000	-	-	100,000	0.01
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Save as disclosed above and for shares in certain subsidiaries held by directors in trust for their immediate holding companies, at 30 June 2008, none of the directors and chief executive of the Company, or any of their associates, had any interests in the equity or debt securities of the Company or any of its associated corporations as defined in the SFO Ordinance, and none of the directors and chief executives of the Company, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

No share option was outstanding at the beginning or at the end of the period, and no share option was granted, exercised, cancelled or lapsed during the period.

## 董事之股份權益

於二零零八年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記名冊內記載之董事，及彼等之聯繫人士於本公司及其相聯公司之實際權益，及本公司之購股權於當日之權益如下：

### 持有本公司之好倉及淡倉股份

Name of directors 董事姓名	Personal Interest 個人權益	Family Interest 家屬權益	Interest of controlled corporation 所控制 法團權益		Total interests 合共權益	Percentage of issued capital 佔發行 股本百分比 (%)

#### Short Position in Shares

持有本公司之淡倉股份

Mr. Tsui Ming 徐明先生	-	-	360,195,804	360,195,804	45.34
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#### Long Position in Shares

持有本公司之好倉股份

Mr. Yip Yun Kuen 葉潤權先生	100,000	-	-	100,000	0.01
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除上文所披露者以及董事以信託形式代若干附屬公司之直接控股公司所持有該等附屬公司之股份外，本公司各董事及主要行政總裁，或其聯繫人士，概無於二零零八年六月三十日在本公司或其任何相聯公司（根據證券及期貨條例之定義）之股本或債務證券中擁有權益。同樣，本公司任何董事及主要行政總裁，或其配偶或未滿十八歲子女，概無擁有任何認購本公司證券之權利或於期內已行使任何該等權利。

於本期初或期末，概無購股權尚未行使，而於本期內並無購股權獲授出、行使、註銷或失效。



## SUBSTANTIAL SHAREHOLDERS

At 30 June 2008, the following shareholders were interested in 5 per cent or more of the issued share capital of the Company according to the register of interest required to be kept by the Company under section 336 of the SFO:

### Long Positions in the Shares of the Company

Name of shareholder 股東名稱	Capacity 權益性質	Number of shares 股份數目	Percentage of issued share capital 佔已發行股本 百分比 (%)
Ms. Chu Yuet Wah 朱李月華女士	Interest of controlled corporation 所控制法團之權益	360,195,804	45.34
Ms. Ma Siu Fong 馬少芳女士	Interest of controlled corporation 所控制法團之權益	360,195,804	45.34
Kingston Finance Limited 金利豐財務有限公司	Security Interest 抵押權益	360,195,804	45.34

#### Notes:

Lucky Tune Global Limited beneficially holding 360,195,804 shares in the Company, has fully pledged the shares to Kingston Finance Limited for a loan facility for its own use. By virtue of the SFO, Ms. Chu Yuet Wah and Ms. Ma Siu Fong beneficially owned 51% and 49% respectively of the voting shares of Kingston Finance Limited were deemed to have security interest in the same 360,195,804 shares of the Company.

Other than as disclosed above, the Company has not been notified of any other interests representing 5% or more of the Company's issued share capital or short positions in the shares or underlying shares of the Company as at 30 June 2008.

## LIQUIDITY AND FINANCIAL POSITION

As at the period end, the bank balances and cash amounted to HK\$44,407,000 (2007: HK\$24,038,000) while the bank borrowings amounted to HK\$17,320,000 (2007: HK\$40,000,000).

## 主要股東

於二零零八年六月三十日，根據證券及期貨條例第336條規定之股東名冊，持有本公司已發行股本5%或以上權益之股東如下：

### 持有本公司之好倉股份

Name of shareholder 股東名稱	Capacity 權益性質	Number of shares 股份數目	Percentage of issued share capital 佔已發行股本 百分比 (%)
Ms. Chu Yuet Wah 朱李月華女士	Interest of controlled corporation 所控制法團之權益	360,195,804	45.34
Ms. Ma Siu Fong 馬少芳女士	Interest of controlled corporation 所控制法團之權益	360,195,804	45.34
Kingston Finance Limited 金利豐財務有限公司	Security Interest 抵押權益	360,195,804	45.34

#### 附註：

Lucky Tune Global Limited實益持有本公司360,195,804股股份，已將全部股份抵押予金利豐財務有限公司作為其自用之融資額。就證券及期貨條例而言，朱李月華女士及馬少芳女士分別實益擁有金利豐財務有限公司投票權51%及49%，被視作於本公司同一批360,195,804股股份中擁有抵押權益。

除以上披露外，本公司未獲通知任何於二零零八年六月三十日在本公司股份及相關股份中擁有本公司發行股本5%或以上之權益或淡倉。

## 流動資金及財政狀況

於本期末，銀行結餘及現金為44,407,000港元(二零零七年：24,038,000港元)，銀行借貸為17,320,000港元(二零零七年：40,000,000港元)。



## TREASURY POLICIES

The Group's monetary transactions and deposits continued to be in the form of US dollars, Renminbi and HK dollars. The Group adopted conservative treasury policies and did not enter into any derivatives products during the period under review.

## CHARGE ON ASSET

As at 30 June 2008, leasehold land and buildings with carrying value of HK\$21,600,000 were pledged to secure banking facilities of HK\$40,000,000. The outstanding balance of the borrowing as at 30 June 2008 amounted to HK\$17,320,000 (2007: HK\$40,000,000).

## PERSONNEL

The average number of employees of the Group during the period was approximately 4,100 (year ended 31 December 2007: 4,900) of whom 580 (year ended 31 December 2007: 730) were office administration staff.

Bonuses are awarded based on individual performance and made to certain employees of the Group.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the period, neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities. In addition, the Company has not redeemed any of its listed securities during the period.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

During the period, the Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to appointment of a sufficient number of independent non-executive Directors ("INEDs") and at least an INED with appropriate professional qualifications, or accounting or related financial management expertise. The Board comprises three INEDs including one with financial management expertise.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 of the Listing Rules (the "Model Code"). Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company.

## 庫務政策

本集團之貨幣交易及存款繼續以美元、人民幣及港元結算。本集團採取審慎庫務政策，並無於回顧期間訂立任何衍生產品。

## 資產質押

於二零零八年六月三十日，賬面值為21,600,000港元之土地及物業已予質押，作為銀行融資額40,000,000港元之抵押。於二零零八年六月三十日，該融資額結餘為17,320,000港元(二零零七年：40,000,000港元)。

## 員工

期內，本集團僱員之平均數目約4,100人(截至二零零七年十二月三十一日止年度：4,900人)，其中580人(截至二零零七年十二月三十一日止年度：730人)為辦公室行政人員。

本集團根據個別表現而向若干僱員發放花紅。

## 購買、出售或購回本公司之上市證券

期內，本公司及其任何附屬公司概無購買或出售本公司任何上市證券。此外，本公司於期內亦無贖回其任何上市證券。

## 獨立非執行董事

於報告期內，本公司已遵守上市規則第3.10(1)及3.10(2)條有關委任足夠人數之獨立非執行董事(「獨立非執行董事」)及最少一名獨立非執行董事持有合適的專業資格或會計或相關財務管理專業知識的規定。董事會由三位獨立非執行董事組成，其中一位擁有財務管理專業知識。

## 董事進行證券交易之標準守則

本公司已就董事進行證券交易採納一套不低於上市規則附錄十所訂標準之行為守則(「標準守則」)。經向所有董事作出特定查詢後，所有董事確認彼等已遵守標準守則之所訂標準及本公司就董事進行證券交易已採納之行為守則。



## SERVICE AGREEMENT

Mr. Yip Yun Kuen was the co-founder of the Company. Mr. Yip had entered into a service agreement with the Company with expiry date on 30 June 2009. During the service period, Mr. Yip would be subject to a monthly salary of HK\$250,000 and an annual bonus of HK\$1,000,000.

## CODE OF BEST PRACTICE

The Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2008, with deviation from code provisions E1.2 and A4.1 of the Code.

### *Code Provision E1.2*

The Chairman of the Board was unable to attend the Annual General Meeting of the Company held on 13 June 2008 due to other commitments.

### *Code Provision A4.1*

None of the existing non-executive directors is appointed for specific term. However, as the directors are subject to the retirement by rotation provisions under the bye-laws of the Company, the directors consider that sufficient measures have been in place to ensure that the Company's corporate governance practices are not less exacting than the Code.

## REVIEW OF INTERIM FINANCIAL STATEMENTS

The interim financial statements are unaudited, but have been reviewed by the Company's audit committee.

By Order of the Board

**Tsui Ming**

*Chairman*

Hong Kong, 12 September 2008

## 服務合約

葉潤權先生是本公司聯合創辦人。葉先生與本公司訂立一於二零零九年六月三十日到期之服務合約。於服務期內，葉先生會收取每月250,000港元工資及每年1,000,000港元花紅。

## 遵守最佳應用守則

於截至二零零八年六月三十日止六個月，本公司一直遵守上市規則附錄十四所載之企業管治常規守則（「守則」），惟偏離之守則條文E1.2及A4.1。

### *守則條文E1.2*

由於董事會主席因有其他要事，故未能出席本公司於二零零八年六月十三日舉行之股東週年大會。

### *守則條文A4.1*

現任非執行董事並非按指定任期委任；然而，董事需根據本公司細則之有關條文輪席退任。因此，董事認為已有足夠措施以確保本公司之企業管治常規與企管守則同樣嚴謹。

## 審閱中期財務報表

未經審核之中期財務報表已由本公司之審核委員會審閱。

承董事會命

主席

徐明

香港，二零零八年九月十二日

